### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM D

SEC wiail Processing Section

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

14 V 1.5 ZOOB

UNIFORM LIMITED OFFERING EXEMPTION

OME	Approval
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average bu	rden
hours per response	

SEC USE ONLY

DATE RECEIVED

Serial

11/14/17

Prefix

100				,
				SEC
Name of Offering ( check if this is an amendmen	it and name has changed, and i	ndicate change.)		Mail Processing
Interests of a Limited Highlifty Company				Mail Processing Section
Filing Under (Check box(es) that apply):   Rule	504 🔲 Rule 505	□ Rule 506	☐ Section 4(6)	ULOE ULOE
Type of Filing: New Filing Amendment			<b></b>	NOV 05 2008
	A. BASIC IDENTIF	FICATION DATA	<b>\</b>	NOV 032008
1. Enter the information requested about the issuer	-			
Name of Issuer ( check if this is an amendn	nent and name has changed, an	d indicate change.)		Washington, DC
Beldore Capital Fund LLC				
Address of Executive Offices (Number and Street,	City, State, Zip Code)			(Including Area Code)
c/o Eaton Vance Management, 255 State Street,	Boston, MA 02109		(617) 482-8260	
Address of Principal Business Operations (Number	and Street, City, State, Zip Co	ode)	Telephone Number	(Încluding Area Code)
(if different from Executive Offices)				
Brief Description of Business				
To offer diversification and tax-sensitive investr	nent management to persons	holding large and c	oncentrated position	s in equity securities of selected
publicly-traded companies				
Type of Business Organization		<del></del>		
corporation	<ul> <li>limited partnership, alre</li> </ul>	ady formed	other (please	specify) Limited Liability Company
□ business trust	☐ limited partnership, to be	formed		
		Month .	Year	
Actual or Estimated Date of Incorporation or Orga		<u>  105</u>	<u> 07 </u>	tual   Estimated
Jurisdiction of Incorporation or Organization: (En	ter two-letter U.S. Postal Servi-	ce abbreviation for S	tate; DE	
	CN for Canada: FN for ot	her foreign jurisdiction	on)	

### GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure To file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**THOMSON REUTERS** 



A. BASIC IDENTIFICATION DATA											
<ul> <li>2. Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>											
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul>											
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>											
Each general and managing partner of partnership issuers											
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner											
Full Name (Last name first, if individual)											
Eaton Vance Management											
Business or Residence Address (Number and Street, City, State, Zip Code)											
255 State Street, Boston, MA 02109											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Whelan, Robert, Executive Officer of the Manager											
Business or Residence Address (Number and Street, City, State, Zip Code)											
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109											
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner											
Full Name (Last name first, if individual)											
Faust Jr., Thomas E., Executive Officer of the Manager											
Business or Residence Address (Number and Street, City, State, Zip Code)											
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Marius, Frederick S., Executive Officer of the Manager											
Business or Residence Address (Number and Street, City, State, Zip Code)											
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Murphy, A. John, Vice President of the Manager											
Business or Residence Address (Number and Street, City, State, Zip Code)											
255 State Street, Boston, MA 02109											
Check Box(es) that Apply:											
Full Name (Last name first, if individual)											
Richardson, Duncan W.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
c/o Eaton Vance Management, 255 State Street, Boston, MA 02109											
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner											
Full Name (Last name first, if individual)											
Business or Residence Address (Number and Street, City, State, Zip Code)											

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1.	· Has the	e issuer sold	i or does th	ne issuer in	tend to sell	l, to non-ac	credited in	vestors in	this offerin	g?		Yes	No ⊠	
				Answe	r also in A	ppendix, C	olumn 2, i	f filing und	ler ULOE					
2.	What is the	minimum i	nvestment :	that will be	accepted	from any i	ndividual?	_				<b>\$</b> 1,000,	000*	
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3.	Does the off	_			_								Yes	No
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3. D	oes the offe	ring permi	t joint own	ership of a	a single uni	t?							Yes ⊠	No □
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					Answei	also in A	ppendix, C	olumn 2, i	f filing und	er ULOE				
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	*	Subject to	change a	it the discr	etion of the	Manager								
3.	Does	the offer	ing permi	t joint own	ership of a	single uni	t?						Yes ⊠	No □
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	1585 Broadway, New York, NY 10036-8293													
Nam	Name of Associated Broker or Dealer													
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				Answe	r also in A	ppendix, C	olumn 2, i	f filing und	ler ULOE				
2. W	hat is the m	iinimum ir	nvestment	that will be	accepted	from any i	ndividual?					\$1,000	,000*
	*Subject	to change	at the disc	retion of th	e Manager	•							
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1.	· Has the	issuer sold	l or does th	e issuer int	end to sell	, to non-ac	credited in	vestors in	this offerin	g?		Yes	No ⊠	
				Answe	r also in A <sub>l</sub>	ppendix, C	olumn 2, i	f filing und	er ULOE					
2. V	What is the r	ninimum ir	nvestment i	hat will be	accepted t	from any ii	ndividual?					\$1,000	000*	
	*Subjec	t to change	at the disc	retion of t	he Manage	r								
3. I	Does the offe	ering permi	it joint own	ership of a	ı single uni	it?						Yes ⊠	No □	
a t S 1	Enter the info my commiss he offering. SEC and/or visted are ass lealer only.	ion or simi If a person with a state	ilar remune n to be liste or states, l	ration for a dis an assist the name	solicitation ociated per ne of the br	of purcharson or age toker or dea	sers in con nt of a bro aler. If mo	nection wi ker or deal re than fiv	th sales of er registere e (5) perso	securities in and with the and to be				
	Full Name (Last name first, if individual) Raymond James & Associates, Inc.													
													<u>.</u>	
Business or Residence Address (Number and Street, City, State, Zip Code) 800 Carillon Parkway, St. Petersburg, FL 33716														
800 Carillon Parkway, St. Petersburg, FL 33716  Name of Associated Broker or Dealer														
Name of Associated Broker of Dealer														
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)													
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3. Doe	s the offeri	ng permit	joint owne	rship of a	single uni	t?						Yes ⊠	No
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Name of	Name of Associated Broker or Dealer												
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	. INFORMATION ABOUT OFFERING  Yes No												
1.	· Has the	issuer sold	l or does th				credited in			g?		Yes D	No ⊠
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2. \	What is the i				•	_	iaiviauai?					\$1,000,	J00*
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3. I	Does the off	ering permi	it joint owr	ership of a	a single uni	t?						Yes ⊠	N₀ □
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Name	of Associat	ted Broker	or Dealer										
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INFORMATION ABOUT OFFERING													
1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No ⊠				
	Answer also in Appendix, Column 2, if filing under ULOE												
2. What is the minimum investment that will be accepted from any individual?									\$1,000,000*				
*	*Subject to change at the discretion of the Manager												
3. Does the offering permit joint ownership of a single unit?								Yes ⊠	No □				
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
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	C. OFFERING PRICE, NO. OF INVESTORS, EXPENSES AND US	E OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the column below the amounts of the securities offered for		
	exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	<u>s</u>
	☐ Common ☐ Preferred	\$	<u>s</u>
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	<u>s</u>
	Other (Specify: Interests of Limited Liability Company )	\$No Maximum	<u>\$0</u>
	Total	\$No Maximum	\$0
	Answer also in Appendix, Column 3, if filing under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of
			Purchases
	Accredited Investors.		\$460,142,250
	Non-accredited Investors		\$0
	Total (for filing under Rule 504 only)		
_	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	N/A
	Regulation A	N/A	N/A
	Rule 504	N/A	N/A
	Total	N/A	N/A
4.a.	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs		\$0
	Legal Fees		\$80,000
	Accounting Fees		\$0
	Engineering Fees		\$0
	Sales Commissions (Specify finder's fees separately)	$oxed{oxtime}$	\$15,000,000
	Other Expenses (identify): Blue Sky Fees, miscellaneous	oximes	\$14,195
	Total	$\boxtimes$	\$15,094,195

b.	Enter the difference between the aggregate offering price gives and total expenses furnished in response to Part C-Question gross proceeds to the issuer."		⊠		\$No Maximum	
5.	Indicate below the amount of the adjusted gross proceeds to the for each of the purposes shown. If the amount for any purposent check the box to the left of the estimate. The total of adjusted gross proceeds to the issuer set forth in response to Paragraphics.	ose is not known, furnish an estimate the payments listed must equal the				
			Payments Officers, Direct			
			Affiliate		Payments To	
					Others	
	Salaries and Fees		□ \$0		\$0	
	Purchase of real estate	□ \$0		\$0		
	Purchase, rental or leasing and installation of machinery	<b>□ \$</b> 0	□	<b>\$</b> 0		
	Construction or leasing of plant buildings and facilities		□ <b>\$</b> 0		\$0	
	Acquisition of other businesses (including the value of se may be used in exchange for the assets or securities of an		<b>□ \$</b> 0		\$0	
	Repayment of indebtedness		<b>□ \$</b> 0		\$0	
	Working Capital		<b>\$</b> 0		\$0	
	Other (specify) Purchase of Stock		<b>□ \$</b> 0	$\boxtimes$	No Maximum	
	Column Totals		<b>□ \$</b> 0	$\boxtimes$	\$No Maximum	
	Total Payments Listed (column totals added)	•••••	🔀 \$No Maximum			
	D. FEDERAL	SIGNATURE				
the	issuer has duly caused this notice to be signed by the undersig following signature constitutes an undertaking by the issuer ten request of its staff, the information furnished by the issuer	to furnish to the U.S. Securities and I	Exchange Comn	nission, upon		
Issu	er (Print or Type)	Signature	D	ate		
Bel	dore Capital Fund LLC		October 30, 2008			
Nar	ne of Signer (Print or Type)	Title of Signey (Print or Type)	ı			
		By: Eaton ance Management, Man	nager			
By: A. John Murphy, Vice President						

## ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END